

EXHIBIT

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1 FENNEMORE CRAIG, P.C.
2 J. Christopher Gooch (No. 019101)
3 2394 East Camelback
4 Suite 600
5 Phoenix, AZ 85016-3429
6 Telephone: (602) 916-5000
7 Email: cgooch@fclaw.com

8 Attorneys for Defendants

9 SUPERIOR COURT OF ARIZONA
10 MARICOPA COUNTY

11 CA2 CAPITAL, an Arizona limited
12 liability company; ALAN B.
13 ABRAMS, an individual; BROKEN
14 ARROW HERBAL CENTER, INC., an
15 Arizona nonprofit corporation; CJK,
16 INC., an Arizona nonprofit corporation,

17 Plaintiffs,

18 v.

19 DUKE RODRIGUEZ, a/k/a RUEBEN
20 DUKE MONTENEGRO
21 RODRIGUEZ, an individual;
22 STORMWIND GROUP, LLC, an
23 Arizona limited liability company;
24 CUMBRE INVESTMENT, LLC, an
25 Arizona limited liability company;
26 CVUH, LLC, an Arizona limited
liability company; SOLD BY GROUP,
LLC, an Arizona limited liability
company; JOHN and JANE DOES I-X;
BLACK and WHITE ENTITIES 1-X,

Defendants.

No. CV2015-003778

**DECLARATION OF DUKE
RODRIGUEZ**

(Assigned to Honorable Colleen L. French)

24 I, Duke Rodriguez, declare as follows:

- 25 1. I formed Ultra Health, LLC (“Ultra Health”) in June 2013.
- 26 2. At the time of formation, I was Ultra Health’s sole member and manager.

1 3. I formed Ultra Health to facilitate entry into the medical marijuana (“MMJ”)
2 business consistent with the Arizona Medical Marijuana Act.

3 4. Near the time of Ultra Health’s formation, I was approached by defendant
4 Alan Abrams, Chris Carra, and Marc Brannigan.

5 5. These individuals were also interested in entering the MMJ business in
6 Arizona.

7 6. In August 2013, Abrams, Carra, and Brannigan formed the entity MAC
8 CAM, LLC (Mark, Alan, Chris, Chris, Alan, Marc).

9 7. Contrary to the statements in the Verified Complaint, neither I nor Ultra
10 Health ever prepared or presented anyone with solicitation or prospectus documentation.

11 8. The Financial and Market Analysis & Recommendations on Entering the
12 Arizona Medical Marijuana Market (“Market Analysis”) document attached to the
13 Verified Complaint at Exhibit 1 is not a document prepared by me or Ultra Health.

14 9. The Market Analysis references issued dispensary certificates that have no
15 relation to Ultra Health. I believe this is a modified version of a capstone paper prepared
16 by Justin Abbate for his studies at San Diego State University. I understand Mr. Abbate
17 was the General Counsel for Zoned Properties, Inc. Exhibit A, here.

18 10. The Verified Complaint’s reliance on this document is inconsistent with the
19 parties actual dealings.

20 11. In 2013, the MAC CAM and Ultra Health members identified a property in
21 Chino Valley, Arizona that, we envisioned, could be used as an MMJ cultivation site in
22 the future (“Chino Valley Property”). I later discovered that MAC CAM had previously
23 engaged in discussions regarding acquisition of the Chino Valley Property.

24 12. MAC CAM and I entered into a Joint Venture Agreement in the summer of
25 2013 that outlined a venture and the plans for acquisition of the Chino Valley Property,
26 among other items (“JVA”). Exhibit B, here.

1 13. Under the JVA, Mr. Abrams would provide money to finance the
2 acquisition and I would use my management, real estate and finance experience to secure
3 the property.

4 14. Over the course of the following months, the joint venture partners worked
5 to secure title to the Chino Valley Property.

6 15. Eventually, around May 2014, after the parties obtained title to the Chino
7 Valley Property, Ultra Health formed a single purpose limited liability company to hold
8 title to the Chino Valley Property.

9 16. The single purpose entity is CVUH, LLC.

10 17. Ultra Health is the single member of CVUH, LLC. I am the Manager.

11 18. With the Chino Valley Property secured, Ultra Health and MAC CAM then
12 began the process of connecting with non-profit entities holding a MMJ certificate from
13 the Arizona Department of Health Services, under the Arizona Medical Marijuana Act.

14 19. These entities are licensed to operate dispensary and cultivation activities
15 consistent with the Act and related regulations.

16 20. The joint venture partners obtained controlling board seats on two non-profit
17 license holder entities: Broken Arrow Herbal Center, Inc. and CJK, Inc. (both Plaintiffs in
18 this action). I serve as President of both non-profit companies.

19 21. In order to solidify our relationships and investments, around June 2014, the
20 CA2 Capital members presented me with an Amended and Restated Operating Agreement
21 for Ultra Health, LLC (“Amended OA”). The Amended OA outlines the members’
22 relationships and describes how Ultra Health would be operated going forward. The
23 parties signed the Amended OA on August 18, 2014. Ver. Complaint, Exhibit 3.

24 22. In addition to their co-membership in CA2 Capital, Messrs. Abrams and
25 Carra are founding shareholders of an entity known as Zoned Properties, Inc.

26 23. Until recently, Marc Brannigan (from MAC CAM) was the CEO of Zoned

1 Properties, Inc. [http://www.prnewswire.com/news-releases/zoned-properties-inc-ceo-](http://www.prnewswire.com/news-releases/zoned-properties-inc-ceo-marc-brannigan-resigns-vp-of-operations-and-cso-bryan-mclaren-to-serve-as-interim-ceo-253176541.html)
2 [marc-brannigan-resigns-vp-of-operations-and-cso-bryan-mclaren-to-serve-as-interim-ceo-](http://www.prnewswire.com/news-releases/zoned-properties-inc-ceo-marc-brannigan-resigns-vp-of-operations-and-cso-bryan-mclaren-to-serve-as-interim-ceo-253176541.html)
3 [253176541.html](http://www.prnewswire.com/news-releases/zoned-properties-inc-ceo-marc-brannigan-resigns-vp-of-operations-and-cso-bryan-mclaren-to-serve-as-interim-ceo-253176541.html) Mr. Carra and Mr. Abrams are founding stockholders in Zoned
4 Properties, Inc.

5 24. Upon information and belief, virtually all of the properties Zoned Properties
6 holds are properties operated by Ultra Health, with one critical exception – the Chino
7 Valley Property.

8 25. The Chino Valley Property would be a great additional asset for Zoned
9 Properties, Inc. to acquire and then lease-back to Ultra Health. However, Ultra Health
10 retains ownership and control over the Chino Valley Property through its wholly owned
11 subsidiary CVUH, LLC and it is not in Ultra Health’s best interest to sell the property to
12 Zoned Properties under an exorbitant lease-back scenario.

13 26. The only group this would benefit is the Zoned Properties, Inc. shareholders
14 – including Plaintiffs Abrams and Carra a/k/a CA2 Capital, LLC.

15 I declare under penalty of perjury under the laws of the State of Arizona that the
16 foregoing is true and correct, and that this declaration was executed this 31st day of
17 March, 2015, at Phoenix, Arizona.

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20 Duke Rodriguez

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